



BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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REC'D TN
REGULATORY AUTH.
SEP 18 PM 4 11
OFFICE OF THE
EXECUTIVE SECRETARY
September 14, 2000

Guy M. Hicks
General Counsel

615 214-6301
Fax 615 214-7406

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AirTouch Paging, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. ~~00-00386~~

Dear Mr. Waddell:

00-00-817

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AirTouch Paging, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated May 1, 1999. The Amendment relates to the assignment of the Agreement to Verizon Wireless Messaging Services, LLC.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Robert A. Young, Verizon Wireless Messaging Services, LLC
Legal Department, AirTouch Paging, Inc.
David Falgoust, BellSouth Telecommunications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AirTouch Paging, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~00-00386~~ — 00-00817

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND AIRTOUCH PAGING, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, AirTouch Paging, Inc. ("AirTouch") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 1, 1999 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, AirTouch and BellSouth state the following:

1. AirTouch and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to AirTouch. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on May 16, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which assigns the Agreement to Verizon Wireless Messaging Services, LLC. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, AirTouch and BellSouth are submitting their Amendment to the TRA for its

consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and AirTouch within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. AirTouch and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

AirTouch and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 15th day of Sept., 2000.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks

333 Commerce Street, Suite 2101

Nashville, Tennessee 37201-3300

(615) 214-6301

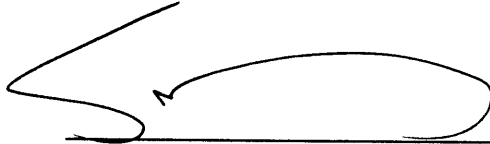
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail:

AirTouch Paging, Inc.
Attn: Legal Department
Three Forest Plaza, Suite 1800
12221 Merit Drive
Dallas, Texas 75251-2243

Robert A. Young
President
Verizon Wireless Messaging Services, LLC
Three Forest Plaza, Suite 1800
12221 Merit Drive
Dallas, Texas 75251-2243



Guy M. Hicks

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
AIRTOUCH PAGING, INC. AND AIRTOUCH PAGING OF KENTUCKY, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED May 1, 1999**

Pursuant to this Agreement, (the "Amendment") AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. and BellSouth Telecommunications, Inc., hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 1, 1999.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. have assigned the Interconnection Agreement to Verizon Wireless Messaging Services, LLC a Delaware limited liability company ("VWMS"), and VWMS has assumed all of AirTouch Paging, Inc.'s and AirTouch Paging of Kentucky Inc.'s obligations under the Interconnection Agreement. The Interconnection Agreement is hereby amended to reflect such change in parties.

2. All of the other provisions of the Interconnection Agreement, dated May 1, 1999 shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Verizon Wireless Messaging
Services, Inc. - LLC**

By: 

Robert A. Young

Name

President

Title:

Date: 8/14/2000

BellSouth Telecommunications, Inc.

By: 

Randy J. Ham

Name

Manager - Wireless Interconnection

Title

Date: August 1, 2000

LEGAL REVIEW

BY: 

07/29/99